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Attorneys for Plaintiffs

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**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

ANAND ROY, derivatively on behalf of FASTLY,
INC.,

Plaintiff,

v.

TODD NIGHTINGALE, RONALD KISLING,
AIDA ALVAREZ, ARTUR BERGMAN,
RICHARD DANIELS, DAVID HORNIK, PAULA
LOOP, CHARLES MEYERS, CHRISTOPHER
PAISLEY, and VANESSA SMITH,

Defendants,

and

FASTLY, INC.,

Nominal Defendant.

Case No. 3:24-cv-03549-JST

**STIPULATION AND ~~PROPOSED~~ ORDER
CONSOLIDATING RELATED
SHAREHOLDER DERIVATIVE ACTIONS
AND APPOINTING CO-LEAD COUNSEL**

[Additional caption on following page]

JOSHUA STEFFENS, Derivatively on Behalf
of Nominal Defendant FASTLY, INC.,

Plaintiff,

v.

ARTUR BERGMAN, RICHARD DANIELS,
DAVID HORNIK, RONALD KISLING,
PAULA LOOP, CHARLES MEYERS, TODD
NIGHTINGALE, CHRISTOPHER PAISLEY,
and VANESSA SMITH,

Defendants,

and

FASTLY, INC.,

Nominal Defendant.

Case No. 4:24-cv-03984-JST

Plaintiffs Anand Roy and Joshua Steffens (together, “Plaintiffs”), derivatively on behalf of Nominal Defendant Fastly, Inc. (“Fastly” or the “Company”), and Defendants Todd Nightingale, Ronald Kisling, Aida Alvarez, Artur Bergman, Richard Daniels, David Hornik, Paula Loop, Charles Meyers, Christopher Paisley, and Vanessa Smith (together with Fastly, “Defendants”) (Defendants and Plaintiffs, taken together, are referred to herein as the “Parties”) jointly submit this stipulation (“Consolidation and Leadership Stipulation”) to consolidate the above-captioned related derivative actions and appoint co-lead counsel for plaintiffs, and in support thereof state as follows:

WHEREAS, on June 12, 2024, Plaintiff Roy filed a shareholder derivative action on behalf of Fastly in this Court alleging causes of action for violations of Section 14(a) of the Securities Exchange Act of 1934 (the “Exchange Act”), contribution under Sections 10(b) and 21D of the Exchange Act, and for breach of fiduciary duty, unjust enrichment, abuse of control, gross mismanagement, and waste of corporate assets against defendants Todd Nightingale, Ronald Kisling, Aida Alvarez, Artur Bergman, Richard Daniels, David Hornik, Paula Loop, Charles Meyers, Christopher Paisley, and Vanessa Smith, captioned *Roy v. Nightingale, et al.*, Case No. 3:24-cv-03549-JCS (the “*Roy Action*”) (*Roy Action*, ECF No. 1);

WHEREAS, on July 1, 2024, Plaintiff Steffens filed a shareholder derivative action on behalf of Fastly in this Court alleging causes of action for violations of Section 14(a) of the Exchange Act, contribution under Sections 10(b) and 21D of the Exchange Act, and for breach of fiduciary duty, aiding and abetting breach of fiduciary duty, unjust enrichment, and waste of corporate assets against defendants Artur Bergman, Richard Daniels, David Hornik, Ronald Kisling, Paula Loop, Charles Meyers, Todd Nightingale, Christopher Paisley, and Vanessa Smith, captioned *Steffens v. Bergman, et al.*, Case No. 4:24-cv-03984-DMR (the “*Steffens* Action” and, together with the *Roy* Action, the “Related Derivative Actions”) (*Steffens* Action, ECF No. 1);

WHEREAS, Defendants agree to accept service on behalf of any Defendant not already served;

WHEREAS, on August 5, 2024, Plaintiffs filed a Motion to Relate, requesting that the Court deem the *Roy* Action and the *Steffens* Action as related to one another (*Roy* Action, ECF No. 13) (*Steffens* Action, ECF No. 11) and deem both the *Roy* and *Steffens* Actions related to the securities class action captioned *Kula v. Fastly, Inc., et al.*, 4:24-cv-03170-JST (the “Securities Class Action”);

WHEREAS, on August 13, 2024, the Court found that the *Roy* Action and the *Steffens* Action are related (*Roy* Action, ECF No. 14) (*Steffens* Action, ECF No. 12), and that both the *Roy* and *Steffens* Action are related to the Securities Class Action (*id.*);

WHEREAS, under Fed. R. Civ. P. 42(a), when actions involve “a common question of law or fact,” the Court may “(1) join for hearing or trial any or all matters at issue in the actions; (2) consolidate the actions; or (3) issue any other orders to avoid unnecessary cost or delay”;

WHEREAS, the Related Derivative Actions challenge substantially similar alleged conduct by the same Company directors and executive officers, involve substantially similar questions of law and fact, and are based on similar factual allegations;

WHEREAS, the Parties, therefore, respectfully submit that consolidation of the Related Derivative Actions is appropriate, and that they should be consolidated for all purposes, including pre-trial proceedings and any trial, to avoid potentially duplicative actions, and to prevent any waste of the Court’s and the Parties’ resources;

WHEREAS, in order to realize the efficiencies made possible by consolidation of the Related

Derivative Actions, Plaintiffs agree that The Brown Law Firm, P.C. and Rigrodsky Law, P.A., the respective resumes of which are attached hereto as Exhibits A and B, shall be designated as Co-Lead Counsel representing plaintiffs in the consolidated derivative action; and

WHEREAS, Defendants take no position regarding the appointment of Co-Lead Counsel for plaintiffs;

WHEREFORE, the Parties, through their undersigned counsel, hereby agree, stipulate, and respectfully request that the Court enter an Order as follows:

1. To the extent they have not already been served, the Defendants accept service of the complaints filed in the Related Derivative Actions.

2. The Related Derivative Actions are hereby consolidated for all purposes, including pre-trial proceedings, trial, and appeal, under Case No: 3:24-cv-03549-^{JST}~~JCS~~ (the "Consolidated Action"):

<u>Case Name</u>	<u>Case Number</u>	<u>Date Filed</u>
<i>Roy v. Nightingale</i>	3:24-cv-03549- ^{JST} JCS	June 12, 2024
<i>Steffens v. Bergman, et al.</i>	4:24-cv-03984- ^{JST} DMR	July 1, 2024

3. Every pleading filed in the Consolidated Action, or in any separate action included herein, must bear the following caption:

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

IN RE FASTLY, INC. DERIVATIVE
LITIGATION

Lead Case No. 3:24-cv-03549-^{JST}~~JCS~~

This Document Relates to:

ALL ACTIONS

4. All papers filed in connection with the Consolidated Action will be maintained in one file under Lead Case No. 3:24-cv-03549-^{JST}~~JCS~~.

5. Co-Lead Counsel for plaintiffs for the conduct of the Consolidated Action shall be:

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6. Co-Lead Counsel shall have the sole authority to speak for plaintiffs in the Consolidated Action in all matters regarding pre-trial procedure, trial, and settlement negotiations and shall make all work assignments in such manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive effort.

7. Co-Lead Counsel shall be responsible for coordinating all activities and appearances on behalf of plaintiffs in the Consolidated Action. No motion, request for discovery, or other pre-trial or trial proceedings will be initiated or filed by any plaintiffs except through Co-Lead Counsel.

8. Defendants' counsel may rely upon all agreements made with any of Plaintiffs' Co-Lead Counsel, or other duly authorized representative of Co-Lead Counsel, and such agreements shall be binding on all plaintiffs in the Consolidated Action.

9. This Order shall apply to each related shareholder derivative action involving the same or substantially the same allegations, claims, and defendants, and arising out of the same, or substantially the same, transactions or events as the Consolidated Action, that is subsequently filed in, removed to, reassigned to, or transferred to this Court. When a shareholder derivative action that properly belongs as part of *In re Fastly, Inc. Derivative Litigation*, Lead Case No. 3:24-cv-03549-JST, is hereafter filed in this Court, removed to this Court, reassigned to this Court, or transferred to this Court from another court, this Court requests the assistance of counsel in calling to the attention of the clerk of the Court the filing, removal, reassignment, or transfer of any case that might properly be consolidated as part of *In re Fastly, Inc. Derivative Litigation*, Lead Case No. 3:24-cv-03549-JST, and counsel to the Parties are to assist in assuring that counsel in subsequent actions receive notice of this order. Unless otherwise ordered, the

1 terms of all orders, rulings, and decisions in the Consolidated Action shall apply to all later shareholder
2 derivative actions involving Fastly filed in this Court, removed to this Court, reassigned to this Court, or
3 transferred to this Court from another court.

4 10. All papers and documents previously filed and/or served in the Related Derivative Actions
5 shall be deemed a part of the record in the Consolidated Action.

6 11. This Consolidation and Leadership Stipulation is without waiver or prejudice to any and
7 all claims, defenses, arguments, motions, or any requests for other relief that would otherwise be available
8 to the Parties in the Related Derivative Actions. Defendants and Fastly expressly preserve all rights,
9 objections, arguments, and defenses, including but not limited to *forum non conveniens*, improper venue,
10 jurisdiction, and any defenses under Federal Rules of Civil Procedure 12(b) and 23.1, as well as any and
11 all other procedural or substantive challenges to the claims in the Related Derivative Actions, or any other
12 complaint.

13 12. The Parties shall submit a proposed schedule to the Court within thirty (30) days of entry
14 of this Order. Defendants are not required to answer or otherwise respond to the respective complaints
15 filed in the Consolidated Action until the deadline set forth in the Court's order on the Parties' proposed
16 schedule.

17 **IT IS SO STIPULATED.**
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Dated: August 16, 2024

Respectfully submitted,

THE BROWN LAW FIRM, P.C.

By: /s/Robert C. Moest
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~~*Proposed*~~ *Co-Lead Counsel for Plaintiffs*

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Counsel for Plaintiff Joshua Steffens and
~~*Proposed*~~ *Co-Lead Counsel for Plaintiffs*

Dated: August 16, 2024

LATHAM & WATKINS LLP

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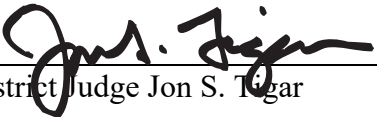
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Counsel for Defendants

~~(PROPOSED)~~ ORDER

PURSUANT TO STIPULATION, IT IS SO ORDERED.

DATED: August 21, 2024



District Judge Jon S. Tigar